

FORM D

U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

FORM D

NOTICE OF SALE OF SECURITIES

PURSUANT TO REGULATION D,

SECTION 4(6), AND/OR

UNIFORM LIMITED OFFERING EXEMPTION



Prefi:

04041482

DATE RECEIVED

Name of Offering

(☐ check if this is an amendment and name has changed, and indicate change.) 4,344,762 shares of
Common Stock

Filing Under (Check box(es) that apply:

☐ Rule 504☐ Rule 505☒ Rule 506☐ Section 4(6)☐ ULOE

Type of Filing:

☒ New Filing☐ Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer

(☐ check if this is an amendment and name has changed, and indicate change.) Hanover Direct, Inc.

Address of Executives Offices (Number and Street, City, State, Zip Code)

115 River Road, Building 10, Edgewater, New Jersey 07020

Telephone Number (Including Area Code)

(201) 863-7300

Address of Principal Business Operations (Number and Street, City, State, Zip Code)
(if different from Executive Offices)

Telephone Number (Including Area Code)

Brief Description of Business:

Provides quality, branded merchandise through a portfolio of catalogs and e-commerce platforms to consumers, as well as a comprehensive range of Internet, e-commerce, and fulfillment services to businesses.

Type of Business Organization

☒ corporation☐ limited partnership, already formed☐ other (please specify)☐ business trust☐ limited partnership, to be formed

PROCESSED

SEP 01 2004

THOMSON
FINANCIAL

Actual or Estimated Date of Incorporation or Organization:

Month
0 4Year
9 3☒ Actual☐ Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

☐ D ☐ E

CN for Canada: FN for other foreign jurisdiction)

GENERAL INSTRUCTIONS

Federal:

Who must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. Or 15 U.S.C. 77d(6).*When to File:* A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below, or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.*Where to File:* U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.*Copies Required:* Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.*Information Required:* A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.*Filing Fees:* There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of 10% or more of a class of equity securities of the issuer.
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Chelsey Direct, LLC

Business or Residence Address (Number and Street, City, State, Zip Code)

712 Fifth Avenue, 45th Floor, New York, New York 10019

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Regan Partners, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)

32 East 57th Street, 20th Floor, New York, New York 10022

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Garten, Wayne P.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Hanover Direct Inc., 115 River Road, Building 10, Edgewater, New Jersey 07020

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Blue, Charles E.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Hanover Direct Inc., 115 River Road, Building 10, Edgewater, New Jersey 07020

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Contino, Michael D.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Hanover Direct, Inc., 115 River Road, Building 10, Edgewater, New Jersey 07020

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Kingsford, William C.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Hanover Direct, Inc., 115 River Road, Building 10, Edgewater, New Jersey 07020

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Lipner, Steven

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Hanover Direct, Inc., 115 River Road, Building 10, Edgewater, New Jersey 07020

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Brown, A. David

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Bridge Partners LLC, 45 Academy Street, Suite 507, Newark, New Jersey 07102

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Feldman, Stuart

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Chelsey Capital, 712 Fifth Avenue, 45th Floor, New York, New York 10019

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Goodman, Paul S.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Chelsey Capital, 712 Fifth Avenue, 45th Floor, New York, New York 10019

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Hecht, Donald

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Hecht & Company, 111 West 40th Street, New York, New York 10018

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Masson, Robert H.

Business or Residence Address (Number and Street, City, State, Zip Code)

20 West Way, Old Greenwich, Connecticut 06870

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Wachtel, William B.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Chelsey Direct, LLC, 712 Fifth Avenue, 45th Floor, New York, New York 10019

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? ☐ Yes ☒ No
Answer also in Appendix Column 2, if filing under ULOE

2. What is the minimum investment that will be accepted from any individual? N/A

3. Does the offering permit joint ownership of a single unit?..... ☒ Yes ☐ No

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed in an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the names of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual) None.

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed has solicited or Intends to Solicit Purchasers
(Check "All States" or check individual States)

☐ All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed has solicited or Intends to Solicit Purchasers
(Check "All States" or check individual States)

☐ All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed has solicited or Intends to Solicit Purchasers
(Check "All States" or check individual States)

☐ All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities, included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the Transaction is an exchange offering, check this box ☐ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Already	Type of Security	Aggregate	Amount
		Offering Price	Sold
	Debt.....	\$0	\$0
	Equity	\$0	\$0*
	<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred		
	Convertible Securities (including warrants)	\$0	\$0
	Partnership Interests.....	\$0	\$0
	Other (Specify)	\$0	\$0
	Total.....	\$0	\$0

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

Amount	Number	Aggregate
Purchases	Investors	Dollar
		of
Accredited Investors.....	1	\$0
Non-accredited Investors.....	0	0
Total (for filings under Rule 504 only).....	N/A	N/A

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering, classify securities by type in Part C - Question 1.

Amount	Type of Offering	Type of	Dollar
		Security	Sold
	Rule 505.....	N/A	N/A
	Regulation A.....	N/A	N/A
	Rule 504	N/A	N/A
	Total.....	N/A	N/A

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees.....	<input type="checkbox"/>	\$0
Printing and Engraving Costs.....	<input type="checkbox"/>	\$0
Legal Fees (estimated).....	<input type="checkbox"/>	\$0
Accounting Fees (estimated).....	<input type="checkbox"/>	\$0
Engineering Fees.....	<input type="checkbox"/>	\$0
Sales Commissions (specify finders' fees separately).....	<input type="checkbox"/>	\$0
Other Expenses (identify) (Investment banker's fees and expenses; fairness opinion; reimbursement of expenses of investor).....	<input type="checkbox"/>	\$0
Total.....	<input type="checkbox"/>	\$0

* 4,344,762 shares of Common Stock issued to Chelsey Finance, LLC ("Chelsey") as a waiver fee equal to 1% of the liquidation preference of the outstanding Series C Participating Preferred Stock of Hanover Direct, Inc. (the "Company"), payable in Common Stock (calculated based upon the fair market value of the Common Stock two business days prior to the closing date of the Term Loan, as defined below, equal to 4,244,762 shares), in consideration of the waiver by Chelsey of its blockage rights over the issuance of senior securities in connection with a \$20,000,000 term loan (the "Term Loan") made by Chelsey to the Company on July 8, 2004.

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4 a. This difference is the "adjusted gross proceeds to the issuer."

(\$ 0)

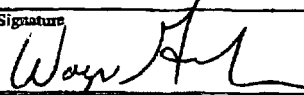
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown.

If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4 b above.

Salaries and fees	\$ 0	\$ 0
Purchase of real estate.....	\$ 0	\$ 0
Purchase, rental or leasing and installation of machinery and equipment	\$ 0	\$ 0
Construction or leasing of plant buildings and facilities	\$ 0	\$ 0
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	\$ 0	\$ 0
Repayment of indebtedness	\$ 0	\$ 0
Working capital	\$ 0	\$ 0
Other (specify)	\$ 0	\$ 0
Column Totals	\$ 0	\$ 0
Total Payments Listed (column totals added)	\$ 0	\$ 0

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature	Date
Hanover Direct, Inc.		August 26, 2004
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Wayne P. Garten	President and Chief Executive Officer	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)